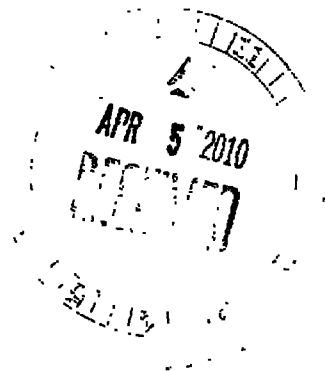


RECORDATION NO. 29229 FILED

APR 05 '10

12-30 PM

SURFACE TRANSPORTATION BOARD



## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588

**VIA UPS 2<sup>nd</sup> DAY AIR**

March 31, 2010

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated May 29, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 N. River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Cargill, Incorporated  
15407 McGinty Road West  
MS 78  
Wayzata, MN 55391-2399

A description of the railroad equipment covered by the enclosed document is for two hundred forty five (245) gondola cars; having SBTX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne  
Senior Rail Documentation Specialist

Enclosure

(CARG024)

APR 05 10

12-30 PM

ASSGN. NO.: CARG024

## MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 29<sup>th</sup> day of May, 2009, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Cargill, Incorporated ("Lessee"), a Minnesota corporation.

## WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of May 29, 2009, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 and Rider No. 2 to the Lease (the "Riders"), as described in more particular on Exhibit A attached hereto, effective as of June 1, 2009, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. SeymourName: Richard F. SeymourTitle: Vice President-Sales & Marketing

ATTEST:

By: K. A. DombrowskiName: K. A. DombrowskiTitle: Director of DocumentationExecuted on this 9<sup>th</sup> day of June, 2009.

[CORPORATE SEAL]

STATE OF IllinoisCOUNTY OF Cook

I, Susan Grokulska, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 9<sup>th</sup> day of June, 2009.

Susan Grokulska  
Notary Public

Commission Expires:

8-14-2012  
(Notary Public)



LESSEE:

CARGILL, INCORPORATED

ATTEST:

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

*Randy Brown*

~~Peter J. Cleary~~ RANDY BROWN

~~Corporate Rail Fleet Manager~~ VICE PRESIDENT

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this \_\_\_\_\_ day of \_\_\_\_\_, 2009.

[CORPORATE SEAL]

STATE OF MINNESOTA

COUNTY OF DAKOTA

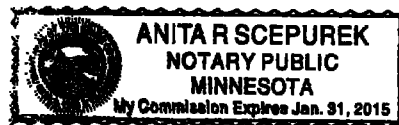
I, ANITA SCEPUREK, a Notary Public of the County and State aforesaid, certify that \_\_\_\_\_ personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 5<sup>th</sup> day of MARCH, 2010.

*Anita Scepurek*  
Notary Public

Commission Expires:

JAN 31, 2015  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:	Two hundred forty-five (245)
DESCRIPTION OF CARS:	Aluminum Beth Gon® II Railcars (E116)
CAR NUMBERS:	SBTX 033001 through SBTX 033245, inclusive